

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHEPHERD INVESTMENTS
INTERNATIONAL, LTD.,

Plaintiff,

v.

PAINCARE HOLDINGS, INC.,

Defendant.

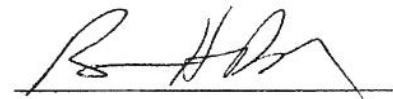
Case No. 07-CIV-9836 (SAS)

**AFFIDAVIT OF BRIAN H. DAVIDSON IN SUPPORT OF PLAINTIFF'S MOTION
FOR SUMMARY JUDGMENT**

I, Brian H. Davidson, state as follows:

1. I am over the age of eighteen.
2. The information contained in this affidavit is true and correct to the best of my personal knowledge.
3. I am an Authorized Signatory for Stark Offshore Management LLC, investment manager of Shepherd Investments International, Ltd. ("Shepherd"), Plaintiff in the above-captioned action.
4. I am familiar with the Securities Purchase Agreement (the "Agreement") that was entered into by Defendant PainCare Holdings, Inc. ("PainCare"), and various investors, including Shepherd, on December 29, 2005.
5. Attached hereto as Exhibit 1 is a true and correct copy of a spreadsheet showing the monthly liquidated damages that accrued between June 2, 2006 and May 2, 2007, and the interest PainCare owes to Shepherd on those unpaid monthly liquidated damages, through March 2, 2008, pursuant to Section 6(b)(iv) of the Agreement.

I hereby swear under penalty of perjury that the foregoing is true and correct.
EXECUTED this 1 day of February 2008 at Milwaukee, Wisconsin.



Brian H. Davidson

Sworn to before me this
1st day of February, 2008



Notary Public

My Commission expires: 11/23/2008

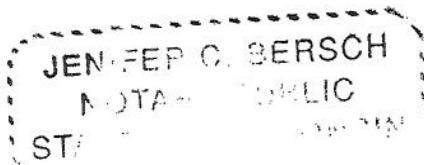


EXHIBIT 1

PainCare Holdings, Inc.
Liquidated Damages Calculation

Date	Liquidated Damages Due (\$)		
	(1% of investment of \$2,325,000 for first 4 months)		
	(2% of investment of \$2,325,000 for month 5 and after)		
	Liquidated Damages	Interest	Total Payment Due
June 2, 2006	\$23,250.00		\$23,250.00
July 2, 2006	\$23,250.00	\$232.50	\$46,732.50
August 2, 2006	\$23,250.00	\$467.33	\$70,449.83
September 2, 2006	\$23,250.00	\$704.50	\$94,404.32
October 2, 2006	\$46,500.00	\$944.04	\$141,848.37
November 2, 2006	\$46,500.00	\$1,418.48	\$189,766.85
December 2, 2006	\$46,500.00	\$1,897.67	\$238,164.52
January 2, 2007	\$46,500.00	\$2,381.65	\$287,046.16
February 2, 2007	\$46,500.00	\$2,870.46	\$336,416.63
March 2, 2007	\$46,500.00	\$3,364.17	\$386,280.79
April 2, 2007	\$46,500.00	\$3,862.81	\$436,643.60
May 2, 2007	\$46,500.00	\$4,366.44	\$487,510.04
June 2, 2007		\$4,875.10	\$492,385.14
July 2, 2007		\$4,923.85	\$497,308.99
August 2, 2007		\$4,973.09	\$502,282.08
September 2, 2007		\$5,022.82	\$507,304.90
October 2, 2007		\$5,073.05	\$512,377.95
November 2, 2007		\$5,123.78	\$517,501.73
December 2, 2007		\$5,175.02	\$522,676.74
January 2, 2008		\$5,226.77	\$527,903.51
February 2, 2008		\$5,279.04	\$533,182.55
March 2, 2008		\$5,331.83	\$538,514.37
Totals	\$465,000.00	\$73,514.37	\$538,514.37